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PROPOSED COUNSEL FOR AAC HOLDING CORP.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

**IN RE:**

<b>AAC HOLDING CORP.</b>	<b>§</b>	<b>CASE NO.: 21-30057-hdh11</b>
<b>Debtor</b>	<b>§</b>	
	<b>§</b>	<b>Expedited Setting Requested</b>

**MOTION TO DISMISS CASE**

**NO HEARING WILL BE CONDUCTED HEREIN UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT, 1100 COMMERCE STREET, ROOM 1254, DALLAS, TEXAS 785242, ON OR BEFORE TWENTY ONE (21) DAYS FROM THE DATE OF SERVICE HEREOF. ANY RESPONSE MUST BE IN WRITING AND FILED WITH THE CLERK. A COPY MUST BE SERVED UPON COUNSEL FOR THE DEBTOR PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS FILED, A HEARING WILL BE HELD WITH NOTICE ONLY TO THE OBJECTING PARTY. IF NO OBJECTION IS TIMELY FILED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING SUCH RELIEF WITHOUT FURTHER NOTICE.**

TO THE HONORABLE HARLIN D. HALE, U.S. BANKRUPTCY JUDGE:

COMES NOW, **AAC HOLDING CORP**, Debtor and Debtor-in-Possession in the above-styled and numbered case, and pursuant to 11 U.S.C. § 1112, files this Motion to Dismiss Case, as dismissal would be in the best interest of creditors and of the estate and in support thereof respectfully shows the Court as follows:

1. On January 14, 2021 (the “Petition Date”), the Debtor filed its Voluntary Petition for relief under Chapter 11 of the Bankruptcy Code and has continued in possession of its property and operation of its business as Debtor-in-Possession pursuant to §§ 1107 and 1108 of the

Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in this Chapter 11 Case, and no committees have been appointed or designated.

2. The Debtor is a holding company. Its asset is the equity of American Achievement Corporation (“AAC”, and together with its affiliates and the Debtor, the “Company”), a leading publisher of yearbooks, manufacturer and direct marketer of scholastic and graduation products, including jewelry, apparel, and affinity products, and provider of graduation commencement services, including professional graduation photography services, to the scholastic (K-12), collegiate, and associated alumni markets.

3. After the Debtor filed its voluntary petition, Prudential Capital Partners IV, L.P., Prudential Capital Partners Management Fund IV, L.P., Prudential Capital Partners (Parallel Fund) IV, L.P. (collectively, “PCP”), and Falcon Strategic Partners IV, LP (“Falcon” and together with PCP, the “Petitioning Creditors”) have filed involuntary petitions under chapter 11 of the Bankruptcy Code (the “Involuntary Petitions”) against AAC; Commemorative Brands, Inc.; Taylor Publishing Company; Iconic Group, Inc.; Taylor Senior Holding Corp.; TP Holding Corp.; Taylor Manufacturing Holdings, LLC; Taylor Publishing Manufacturing, L.P.; CBI North America, Inc.; Gaspard Ltd.; University Cap and Gown Co., Inc.; Willsie Cap & Gown LLC; Braddock Holding LLC; Gaspard & Sons, Inc.; Gaspard and Sons Mayaguez Inc. (collectively, the “Involuntary Debtors”). The Debtor is a holding company for the Involuntary Debtors.

4. As of the Petition Date, the Debtor had approximately \$339 million in defaulted secured debt outstanding as guarantor under a term loan facility and revolving credit facility. In addition, the Debtor had approximately \$124 million in defaulted unsecured debt outstanding as guarantor under senior subordinated notes, such indebtedness held by various senior lenders (the “Senior Lenders”) and various guarantor obligations to certain creditors holding subordinated

notes and other junior indebtedness, including the Petitioning Creditors (the “Subordinated Lenders”).

5. The Senior Lenders and the Subordinated Lenders are also the major creditor constituencies holding claims against the Involuntary Debtors.

6. Since the Petition Date, Cerberus Business Finance, LLC as collateral agent to the Senior Lenders (in such capacity, the “Agent”), the Senior Lenders, the Subordinated Lenders, the ultimate equity interest holders in the Debtor and the Involuntary Debtors, and the Company have reached a resolution and agreed restructuring of various financial obligations related to the Debtor and the Company, which restructuring creates a path forward for the continued operation and intended success of the Company. The dismissal of the Debtor’s case and the dismissal of petitions against the Involuntary Debtors are conditions precedent to the final consummation of such restructuring.

7. The negotiated restructuring addresses all of the claims of creditors against the Debtor. The parties believe that such restructuring, outside of a bankruptcy, optimizes the business of the Company and enables the Debtor and Company to best address its financial and operational needs.

8. The Debtor believes that good cause exists to grant the Motion and that dismissal of its case is in the best interests of its creditors and the Debtor. The Debtor is not seeking dismissal for any improper purpose.

9. The Debtor will be responsible for paying the U.S. Quarterly Fees for the time period through the date of dismissal of its case.

10. The Debtor intends to seek an expedited setting on the Motion, with shortened notice, to effectuate a timely consummation of the proposed restructuring.

WHEREFORE, PREMISES CONSIDERED, the Debtor requests that this court dismiss this Chapter 11 case and for such other relief as is just.

Respectfully submitted,

/s/ Susan B. Hersh  
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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Motion to Dismiss was served on the parties on all parties receiving ECF Notification on the date this pleading was filed and/or by first class mail on all parties listed on the attached on the 3<sup>rd</sup> day of March, 2021.

/s/ Susan B. Hersh